

EXHIBIT C

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Taken on March 24, 2003**

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1 sales realization role. He was now the government
2 customer team vice president. I did go to New
3 Jersey, I did talk to Jim, Jim did state that he was
4 interested.

5 And I came back from New Jersey and
6 informed Lisa that Jim agreed, he would like to have
7 you on the team and we're going to complete that
8 transaction as you requested.

9 Q It was your understanding that she was aware
10 that by switching she would end up getting less
11 compensation?

12 A There would be no way she could have missed
13 that, yes. That was why I counseled her, are you sure
14 that's what you want to do? Her job was in no
15 jeopardy whatsoever.

16 Just to make that point, if anybody
17 would like to say that their job is in jeopardy, the
18 decision-making criteria was the performance
19 appraisal for fiscal 2000 was the benchmark. So if
20 you were ranked in the upper echelon, you could not
21 be affected.

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1 Q Do you know if she was?

2 A Was she affected?

3 Q Do you know if she was in the upper echelon?

4 A I think you have a chart. I think you were
5 referring to it. I think she was. I think she was at
6 least in the top eight on my team. Maybe not top
7 eight in the whole customer team, but on my team she
8 was.

9 Just for the record, Jennifer
10 Mazzarello was never in jeopardy either in any
11 period of time that she was with us.

12 Q When Lisa Bryan left, who took over her job?

13 A It was really split up. It went to Ann
14 Macuch, M-A-C-U-C-H. But ultimately, it started to
15 get split into the individual teams. I'll give you an
16 example of what I mean. There was an oversight with
17 the relationship with the MWBEs that sat with Ann, the
18 actual day-to-day implementation sat with the optical
19 group or the switching group or the data group,
20 depending on what type of products we were selling.
21 And the individual who took over the assignment had

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1 Q Did you ever advise Jennifer Mazzarello that
2 Ed Sanford said that he would consider her for an
3 account executive position and that she had experience
4 as a technical consultant?

5 A The answer is no. Ed Sanford and I talked
6 because the request of Jennifer was to have a path to
7 become an AE, that's what she wanted to be. She
8 lacked the general, technical depth to do that. The
9 most natural place for her to be an AE would be in
10 switching because she had been working the NEBS
11 compliance issues, N-E-B-S. And mainly those dealt a
12 lot with switching.

13 So as I talked to Ed Sanford about
14 her as a possibility, he said she doesn't have the
15 technical depth, but if she got technical depth as a
16 TC and was successful, then she would be more
17 prepared for the job. That is not a promise, that
18 is not a commitment.

19 Q Is the technical consultant position a
20 promotion or a demotion from what she was before?

21 A It's neither. It's a lateral move. The

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1 reason she was asked to do that was we had what was
2 known as a 5 and 5, it was an early retirement package
3 for people to accept that. When that came up, we had
4 a lot of experienced people specifically in switching.
5 We lost a good 75 percent of the switching technical
6 consultants. We had lost 75 percent of those TCs to
7 the retirement program. We needed somebody with some
8 switching background to go into those roles to fill
9 the holes. And in her case, it was also an ability to
10 get her career skills to where she could move to where
11 she wanted to be.

12 It is not a demotion. In fact, the
13 target incentives from my recollection were either
14 identical or they were higher than the TC. I
15 believe they were identical. It was not anything
16 other than a lateral to get her experience.

17 Q Who is Brian McMahon?

18 A I know a Brian McMahon but I don't know how
19 he qualifies here. He was a sales manager for the MCI
20 Worldcom team.

21 Q Worked for Lucent?

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1 response. You have to count that, that is part of
2 your compensation. And she said, well, I don't get
3 that much. And asked the question, how much did you
4 get in compensation? Whatever the number was was
5 about half of what it should have been and she even
6 stated that. And I said, is that before or after
7 taxes? And she said, after taxes. I said, you have
8 to tell me what it was before taxes because you
9 still have to pay taxes.

10 My point was, she was not very astute
11 from the financial side and she was very concerned
12 about money in this situation. And the TC job,
13 again, was the exact same or better targeting
14 incentive for compensation. It shouldn't have been
15 an issue. But never did we ask -- did I ask or
16 anyone else ask, how would you feel if you lost your
17 job.

18 Q As of July 2001, do you know if there were
19 any plans in place to either terminate or lay her off?

20 A We had just come out of the early retirement
21 plan as a corporation, not enough people took the

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1 package so we needed to downsize further. We had made
2 those decisions and she was going to make it. She was
3 not going to be affected by the downsize.

4 Q Did either Jennifer Mazzarello or Lisa Bryan
5 ever discuss with you or make you aware that they were
6 of the belief that you were mistreating them in any
7 way as their supervisor?

8 A I wouldn't say in those terms whatsoever. I
9 will say that Lisa got highly emotional toward the end
10 of her stint with us. It was hard for me personally
11 to understand exactly what was going through her mind.

12 There was an occasion to where we had
13 a transition meeting, it was an operations review
14 which is basically all the people for an
15 organization read out what they're doing and give
16 presentations. She was first, we went
17 alphabetically. Bryan came first. She got out a
18 few words and broke down crying and said, I can't do
19 this.

20 We continued the meeting and picked
21 up the pieces. And later afterwards I tried to get